

MEMORANDUM OF LIMITED PARTNERSHIP AGREEMENT  
OF  
DeSOTO PROPERTIES, L.P.

WHEREAS, DeSOTO PROPERTIES, L.P. was formed as a Mississippi Limited Partnership as shown on the Certificate of Mississippi Limited Partnership filed on December 27, 1991, a copy of which is attached hereto as Exhibit "A";

WHEREAS, a LIMITED PARTNERSHIP AGREEMENT OF DeSOTO PROPERTIES, L.P. was entered into on January 9, 1992 among DeSOTO PROPERTIES, INC., a Mississippi corporation, General Partner, and A.J. SAUCIER, JR., DAN JAMES, WILLIAM A. BROWN and MARY LEE WALKER BROWN;

WHEREAS, the General Partner, DeSOTO PROPERTIES, INC., desires this MEMORANDUM OF PARTNERSHIP to be filed in the Office of the Chancery Clerk of DeSoto County, Mississippi;

WHEREAS, it is the intention of this Memorandum to notice all interested parties that conveyances of Warranty Deeds of DeSOTO PROPERTIES, L.P. may be signed by the president of the General Partner, DeSOTO PROPERTIES, INC.;

WHEREAS, this Memorandum is given for that exclusive purpose of said Notice to all interested parties and for no other purposes, nor will it modify or change any provision of the LIMITED PARTNERSHIP AGREEMENT OF DeSOTO PROPERTIES, L.P. dated January 9, 1992.

STATE MS.-DE SOTO CO. DeSOTO PROPERTIES, L.P.  
FILED

JUL 27 3 52 PM '95

BY: DeSOTO PROPERTIES, INC.  
A Mississippi corporation

BK. 69 PG 323  
W.E. DAVIS CH. CLK.  
by: P. Starkay

BY:   
A.J. SAUCIER, JR., President


Prepared by  
~~Woods and Snyder~~ return to  
Woods and Snyder  
P. O. Box 456  
Olive Branch, MS 38654  
(601) 895-2996

STATE OF MISSISSIPPI  
COUNTY OF DESOTO

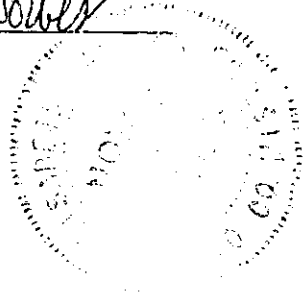
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Personally appeared before me, the undersigned authority in and for the said County and State, within my jurisdiction, the within named A.J. SAUCIER, JR. who acknowledged being president of DeSOTO PROPERTIES, INC., a Mississippi corporation, and for and on behalf of the said corporation and as its act and deed signing, sealing and delivering the above and foregoing Memorandum of Limited Partnership Agreement for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said corporation so to do.

GIVEN under my hand and official seal this the 21 day of July, 1995.

  
Notary Public

My Commission Expires:  
My Commission Expires Jan 18, 1999



**CERTIFICATE OF MISSISSIPPI LIMITED PARTNERSHIP**  
(Attach duplicate original.)

The undersigned general partners, pursuant to Section 79-14-201 of the Mississippi code of 1972, as amended, hereby executes the following certificate of Limited Partnership and set forth:

1. The name of the Limited Partnership is: DeSoto Properties, L.P.

Federal Tax ID applying for

2. The name, street and mailing address of each General Partner is as follows:

DeSoto Properties, Inc.  
220 West Commerce Street  
Post Office Box 276

Hernando, MS 38632

NAME/STREET ADDRESS/MAILING ADDRESS/CITY/STATE/ZIP

3. The street and mailing address of the registered office is Post Office Box 276/220 West Commerce St.

Hernando, MS 38632

and

the registered agent at such address is William A. Brown

4. The latest date upon which the Limited Partnership is to dissolve is December 31, 2011

5. Other matters the general partners determine to include are:

By DeSoto Properties, Inc., a Mississippi Corporation by:

PRINTED NAME/GENERAL PARTNER

SIGNATURE

A. J. Saucier, Jr., President

PRINTED NAME/GENERAL PARTNER

SIGNATURE

STATE OF Mississippi

COUNTY OF DeSoto

I, Mary Walker Brown

this 24<sup>th</sup> day of December

A.J. Saucier, Jr., President of DeSoto Properties, Inc.

he (they) is (are) the General Partner(s) of DeSoto Properties, L.P.

that he (they) is (are) executing the foregoing documents as General Partner(s) of this Limited Partnership, and that the statements therein contained are true.

\*having been first duly authorized so to do for and on behalf of said corporation.

Mary Walker Brown  
Notary Public

My commission expires 1-31-95

Notary Seal